LISTING APPLICATION TO
NEW YORK STOCK EXCHANGE, INC.

CLEVELAND PUBLIC LIBRARY
BUSINESS INF. BUR.
CORPORATION FILE

B-3691
January 28, 1974

DART INDUSTRIES INC.

80,923 ADDITIONAL SHARES OF COMMON STOCK

UPON THE MERGER OF HEIL PROCESS EQUIPMENT CORPORATION,
HEIL PROCESS EQUIPMENT GULF COAST CORPORATION AND
HEIL PROCESS EQUIPMENT, INC.
INTO
DART INDUSTRIES INC.

Number of shares of Common Stock presently issued at January 24, 1974: 20,338,504 (including 742 shares in treasury)	Number of shareholders of record as at January 24, 1974: 31,945

DESCRIPTION OF TRANSACTION

Dart Industries Inc. ("Dart") has entered into an Agreement and Plan of Merger dated as of December 18, 1973 with Heil Process Equipment Corporation, an Ohio corporation ("Heil"), Heil Process Equipment Gulf Coast Corporation, a Texas corporation ("Gulf Coast"), and Heil Process Equipment, Inc., a Delaware corporation ("Heil Inc."), and a related Agreement with Heil, Gulf Coast and Heil Inc. (the "Heil Companies") and certain of their shareholders. The Merger Agreement has been approved by the holders of 97.5% of the Common Stock of Heil and by all the holders of the Common Stock of Gulf Coast and Heil Inc.

The Agreements provide for the merger of the Heil Companies into Dart and the issuance on or about March 6, 1974 to the shareholders of the Heil Companies of an aggregate of 80,923 shares of Dart Common Stock, par value $1.25 per share, according to their respective interests. Of the 80,923 shares of Dart Common Stock to be issued, the shareholders of Heil, Gulf Coast and Heil Inc. will be issued 70,539, 8,669 and 1,715 shares, respectively. No shares of Dart Common Stock will be issued for shares of Common Stock of Gulf Coast and Heil Inc. owned by Heil on the date of the merger and all rights with respect to such shares owned by Heil shall cease to exist on that date.

Dart believes that the merger of the Heil Companies into Dart will be advantageous to it because it will provide entry for Dart into a new area of activity, the manufacturing of fume scrubbers for industrial air pollution control and of equipment for processing industrial effluences. It is anticipated that the knowledge and experience of the personnel of the Heil Companies will make a substantial contribution to Dart's potential in the pollution control and chemical processing areas.

Dart has made an investigation of the business, financial condition, books and records of the Heil Companies and of the prospective benefits to be derived from the merger of the Heil Companies into Dart and on the basis of its investigation has determined that the proposed merger will be in the best interests of Dart and that Dart will be receiving full and fair consideration for the shares of Dart Common Stock to be delivered upon consummation of the merger.

The history and business of the Heil Companies are set forth in Exhibit A attached hereto and their most recent consolidated financial statements are set forth in Exhibit B. Said financial statements are the only financial statements used for valuation purposes in the decision to acquire the Heil Companies.

No officer, director or principal stockholder of Dart or any of its subsidiaries has any direct or indirect beneficial interest in any of the Heil Companies. The Agreements were negotiated on an arms' length basis.

For accounting purposes, Dart will treat the acquisition of the Heil Companies by Dart as a purchase transaction. This accounting treatment has been reviewed by the Dart's independent accountants, Price Waterhouse & Co., who have approved it as being in accordance with generally accepted accounting principles. It is not expected that the fair value of the net assets acquired will exceed the purchase price being paid by Dart; however, if any excess should result, it will be carried as an intangible on the Company's consolidated balance sheet and amortized over a period not in excess of 40 years.

RECENT DEVELOPMENTS

Since the most recent annual report of Dart there have been no important developments affecting Dart or its business which have not been released to the public.

AUTHORITY FOR ISSUANCE

The Board of Directors of Dart at a meeting on December 17, 1973 approved the Agreements and the issuance and delivery of the shares of Dart Common Stock covered by this application.

OPINION OF COUNSEL

The opinion of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, 140 Broadway, New York, New York 10005, has been filed with the New York Stock Exchange, Inc. to the effect that the issuance of the 80,923 shares of Common Stock covered by this application has been duly authorized and such shares, when delivered as provided in the Agreements, will be validly issued and will be fully paid and non-assessable, and no personal liability will attach to the holders thereof under the laws of the State of Delaware, which is the state of incorporation of Dart. As to matters of California law, such counsel have relied on the opinion of Russell K. Bolton, Esquire, General Counsel of Dart, which has also been filed with the New York Stock Exchange, Inc.

Messrs. Dewey, Ballantine, Bushby, Palmer & Wood have further advised that in their opinion no registration is required under the Securities Act of 1933, as amended, with respect to the shares issued upon the consummation of the transaction by reason of Section 4(2) of the Securities Act of 1933, as amended.

Mr. Bolton has further advised that in his opinion no personal liability will attach to the holders of the above-mentioned 80,923 shares of Dart Common Stock under the laws of the State of California, which is the state of location of its principal business office.

DART INDUSTRIES INC.

By: EDGAR THEDENS
Secretary

The New York Stock Exchange, Inc. hereby authorizes the listing of

80,923 additional shares of Common Stock, $1.25 par value of Dart Industries Inc. upon official notice of issuance upon consummation of the merger of the Heil Companies into Dart making a total of 24,757,136 shares of Common Stock authorized for listing.

MERLE S. WICK, Vice President
Division of Stock List

JAMES J. NEEDHAM, Chairman of the Board
New York Stock Exchange, Inc.

EXHIBITS

These Exhibits constitute an integral part of this application. The statements of facts contained herein are made on the authority of Dart in the same manner as those in the body of the application and are based upon information furnished to Dart by the Heil Companies.

EXHIBIT A

HISTORY AND BUSINESS OF THE HEIL COMPANIES

Heil Process Equipment Corporation ("Heil") was incorporated in Ohio in 1946 as a successor to a business founded in 1929. Heil Process Equipment Gulf Coast Corporation was incorporated in Texas in 1967 and Heil Process Equipment, Inc. was incorporated in Delaware in 1963. The Heil Companies are engaged primarily in the manufacture of corrosion resistant equipment specializing in fume scrubbers for industrial air pollution control and in equipment for treating electroplating and steel mill wastes, recovering chemicals from industrial effluence and separating oil from waste water.

The major facilities of the Heil Companies include a 30,000 square foot plant and office in Cleveland, Ohio, a 60,000 square foot plant in Avon, Ohio and plants in Houston, Texas, Wilmington, Delaware and Bartow, Florida ranging in size from 18,000 square feet to 20,000 square feet. The Heil Companies employ approximately 330 persons, of whom approximately 40% are union members. Sales are made through manufacturers' representatives and employee salesmen throughout the United States.

EXHIBIT B

FINANCIAL STATEMENTS

January 28, 1974

Dart Industries Inc.
8480 Beverly Boulevard
Los Angeles, California

Gentlemen:

The consolidated balance sheet of Heil Process Equipment Corporation as of August 31, 1973 and the related consolidated statement of income and retained earnings for the eight-month period then ended presents fairly the financial condition at such date and the results of operation for the eight months then ended in conformity with generally accepted accounting principles applied on a consistent basis.

HEIL PROCESS EQUIPMENT CORPORATION

By: E. W. VEREEKE
President

HEIL PROCESS EQUIPMENT CORPORATION

Consolidated Balance Sheet

As of August 31, 1973

ASSETS

CURRENT ASSETS			
Cash		$ 79,002	
Accounts receivable		1,512,564	
Subscriptions receivable—current portion		16,812	
Inventory, lower of cost or market		757,306	
Prepaid expense		45,779	
Refundable State and Federal income taxes		6,827	
TOTAL CURRENT ASSETS			$2,418,290
FIXED ASSETS			
Land		35,771	
Building and building improvements	$ 354,151		
Machinery and equipment	513,531		
Office furniture and fixtures	106,829		
Automobiles and trucks	26,639	1,001,150	
		1,036,921	
Accumulated depreciation		548,887	
TOTAL FIXED ASSETS			488,034
OTHER ASSETS			
Leasehold improvements, unamortized balance		23,964	
Cash surrender value, life insurance after deducting policy loan of $55,280		34,425	
Construction in progress		23,061	
Miscellaneous deposits and deferred expenses		1,713	
Subscriptions receivable after current portion		34,944	
TOTAL OTHER ASSETS			118,107
TOTAL ASSETS			$3,024,431

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES			
Accounts payable		$ 864,284	
Accrued liabilities		262,266	
Note payable, bank, 10% interest		100,000	
Current portion of long-term debt		65,614	
Note payable—other		92	
Dividends payable		23,598	
Accrued State and Federal income taxes		120,979	
TOTAL CURRENT LIABILITIES			$1,436,833
LONG-TERM LIABILITIES			
Bank term loan		69,352	
Note payable, other		62,505	
Mortgage note payable		309,892	
		441,749	
Deduct current portion		65,614	
TOTAL LONG-TERM LIABILITIES			376,135
STOCKHOLDERS' EQUITY	**Minority Interest**	**Controlling Interest**	
Common stock	$ 38,252	$ 34,293	
Capital in excess of par value	3,356	250,592	
Retained earnings	105,193	779,777	
TOTAL STOCKHOLDERS' EQUITY	146,801	1,064,662	1,211,463
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY			$3,024,431

The Notes to Consolidated Financial Statements are an integral part of this statement.

HEIL PROCESS EQUIPMENT CORPORATION

Consolidated Statement of Income and Retained Earnings

For the Eight Months Ended August 31, 1973

SALES		$5,588,546
COST OF GOODS SOLD		
Inventory—January 1, 1973	$ 685,013	
Purchases	1,718,603	
Direct Labor	1,115,874	
Manufacturing Expenses	1,038,768	
	4,558,258	
Inventory—August 31, 1973	757,306	
Total Cost of Goods Sold		3,800,952
GROSS PROFIT		1,787,594
ADMINISTRATIVE AND SELLING EXPENSES		1,395,592
OPERATING INCOME		392,002
OTHER OPERATING INCOME		25,316
TOTAL OPERATING INCOME		417,318
OTHER EXPENSES		34,803
NET INCOME BEFORE INCOME TAXES		382,515
PROVISION FOR STATE AND FEDERAL INCOME TAXES		188,723
NET INCOME		$ 193,792

	Minority Interest	Controlling Interest	Total
RETAINED EARNINGS, BALANCE JANUARY 1, 1973	$ 81,268	$ 633,508	$ 714,776
NET INCOME	23,925	169,867	193,792
	105,193	803,375	908,568
DIVIDENDS	—0—	23,598	23,598
	$ 105,193	$ 779,777	$ 884,970

The Notes to Consolidated Financial Statements are an integral part of this statement.

HEIL PROCESS EQUIPMENT CORPORATION

Notes to Consolidated Financial Statements

August 31, 1973

NOTE 1—ACCOUNTING POLICY—BASIS OF CONSOLIDATION

All subsidiaries of Heil Process Equipment Corporation have been consolidated for financial statement presentation purposes. Earnings of the subsidiaries have been allocated based upon the percentage of ownership between the minority and controlling interests as follows:

	Percentage of Ownership	
	Minority Interest	Controlling Interest
Heil Process Equipment (Southeast Corporation)	—	100.0%
Heil Process Equipment (Gulf Coast Corporation)	48.0%	52.0%
Heil Process Equipment, Inc.	52.3%	47.7%

A controlling interest of Heil Process Equipment, Inc. is deemed sufficient at 47.7% since the majority of the remaining outstanding shares are owned by officers and directors of the parent company.

Inventories are valued at lower of cost or market. Physical inventories were taken at all locations at August 31, 1973. Inventories at December 31, 1972, at Heil Process Equipment Corporation and Heil Process Equipment Southeast Corporation were estimated using the gross profit method.

NOTE 2—FIXED ASSETS AND DEPRECIATION

Heil Process Equipment Corporation and subsidiaries generally use the following depreciable life and rate for determining depreciation expense:

Type	Life	Rate
Building	25 Years	150% declining balance
Building improvements	10 Years	Straight-line
Machinery and equipment		
New	10 Years	200% declining balance
Used	6 Years	Straight-line
Office and furniture and fixtures		
New	10 Years	200% declining balance
Used	6 Years	Straight-line
Automobiles and trucks	Various	Straight-line

Depreciation expense for the eight-month period was approximately $43,700.

NOTE 3—OFFICERS' LIFE INSURANCE

Heil Process Equipment Corporation is the beneficiary of several life insurance policies with a total face value of $520,000. These policies are on the lives of seven corporate executives.

NOTE 4—SUBSCRIPTIONS RECEIVABLE, NOTE PAYABLE, OTHER

Heil Process Equipment Corporation has reserved 1,918 shares of its common stock in anticipation of collections of approximately $51,700 from six employee subscribers over the next three years. Under the terms of the Subscription Agreement, all shares purchased under this Agreement are held in escrow as collateral for a note payable by the Corporation. This note payable in the amount of $62,505 is payable annually at the rate of $20,835 with interest at the rate of 6% per annum and the final installment due on January 31, 1976.

NOTE 5—NOTE PAYABLE, BANK

Under a line of credit of $300,000 Heil Process Equipment Corporation had borrowed $100,000 due November 26, 1973. Interest is at ½% above the bank's prime interest rate at the time of borrowing and is paid in advance.

NOTE 6—MORTGAGE NOTE PAYABLE

Heil Process Equipment Corporation has a mortgage on its property located in Avon, Ohio. This mortgage note with a balance of $309,892 at August 31, 1973, is payable in equal monthly installments of $3,575, including interest at the rate of 8% per annum with the final payment due in 1984.

NOTE 7—TERM NOTE PAYABLE

Heil Process Equipment Corporation is obligated under a five-year bank term loan with a balance at August 31, 1973 of $69,352 which is payable in monthly installments of $2,166 plus interest at the rate of ¾% above the bank's prime interest rate and the final installment due April 10, 1976. The loan agreement, among other things, restricts working capital to not less than $400,000 at any time, restricts dividends and requires a minimum net worth of $500,000.

NOTE 8—DIVIDENDS

The Board of Directors of Heil Process Equipment Corporation on August 15, 1973 declared a $2.00 per common share dividend payable September 10, 1973 to shareholders of record August 20, 1973. As of August 20, 1973, there were 11,799 fully paid common shares.

NOTE 9—COMMITMENTS AND CONTINGENCIES

Heil Process Equipment Corporation is obligated under a lease on its Elmwood Avenue property expiring on May 31, 1976. This lease provides for annual cash rentals of $14,424 and for the payment of real estate taxes and insurance.

Heil Process Equipment Gulf Coast Corporation with Heil Process Equipment Corporation as co-signatory, entered into a twelve-year lease of land and buildings on May 10, 1971 in Harris County, Texas. The lease provides for annual cash rentals of $27,000 and for the payment of real estate taxes and insurance.

Heil Process Equipment Corporation and its subsidiaries have pension plans which cover substantially all of their employees. The current and past service costs of these plans are being funded on an actuarially approved basis.

PARSONS 25% COTTON Bond